December 6, 1995

TO: AVP's, RSM's, Acct. Exec.'s

SUBJECT: **PACK OUTLET - LEVEL 3 MERCHANDISING PLANS DEFINITION CLARIFICATION**

In order to clarify our requirements for the Pack Outlet - Level 3 Merchandising Plan, please refer to the following:

1) Level 3 requirements state that only two manufacturers participate in permanent cigarette display and advertising agreements, and that RJR's Share of Presence is significantly greater than RJR's Share of Market.

2) When defining two manufacturers at retail, all companies apply under the Level 3 definition. Specifically, all companies include Private Label/Wildcat brands (such as Star Tobacco, Wave, Rave, Gunsmoke, etc.).

3) If Level 3 is presented, it is not in RJR's best interest to allow 2 major companies and one Private Label company contracted display space. Exceptions to the 2 manufacturer requirements pose a high risk to RJR and are not allowable under the Level 3 contract.

Please consult your Retail Trade Marketing contact should questions concerning our 1996 Retail Partners Marketing Plan arise.

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